

Before the
Federal Communications Commission
Washington, D.C. 20554

MAILED

JUL 23 2007

FCC MEDIA BUREAU

Application of)

News Corporation and)

The DIRECTV Group, Inc.,)
Transferors,)

And)

Liberty Media Corporation,)
Transferee,)

For Authority to Transfer Control)

MB Docket No. 07-18

SUPPLEMENTAL PROTECTIVE ORDER

Adopted: July 20, 2007**Released: July 20, 2007**

By the Chief, Media Bureau:

1. On May 21, 2007, the Media Bureau (the "Bureau") issued a Protective Order regarding confidential or proprietary documents submitted by News Corporation, The DIRECTV Group, Inc. and Liberty Media Corporation ("the Applicants") and others that have or may become parties to this proceeding (each is a "Submitting Party").¹ On July 11, 2007, the Bureau issued a further Protective Order regarding highly confidential competitively sensitive documents ("Second Protective Order").²

2. On June 22, 2007, the Bureau issued an initial request for information to Liberty Global, Inc. ("Liberty Global").³ On July 16, 2007, Liberty Global requested permission to produce certain of its responsive documents pursuant to the protections granted in the Second Protective Order.⁴ For the reasons and to the extent set forth below, we hereby adopt this supplemental Protective Order (the "Supplemental Protective Order") to ensure that certain highly confidential and competitively sensitive documents and information to be submitted by Liberty Global are afforded adequate protection.

¹ News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, Protective Order, DA 07-2116 (rel. May 21, 2007) ("First Protective Order").

² News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, Protective Order, DA 07-3106 (rel. July 10, 2007) ("Second Protective Order").

³ Letters from Monica Shah Desai, Chief, Media Bureau, to Christopher L. Ottele, Counsel for Liberty Global, MB Docket 07-18, (filed June 22, 2007).

⁴ Letter from Lynn R. Charytan, Counsel for Liberty Global, to Monica Shah Desai, Chief, Media Bureau, MB Docket No. 07-18 (filed July 16, 2007) ("July 16 Letter").

3. Liberty Global specifically seeks additional confidential treatment for the following three categories of information: (1) the programming agreements between Liberty Global's wholly-owned subsidiary, Liberty Cablevision of Puerto Rico, Ltd. ("LCPR"), and Discovery Communications or its subsidiaries; (2) customer data and business and operating metrics of LCPR; and (3) information obtained from Choice Cable TV of Puerto Rico ("Choice") or generated by LCPR in connection with LCPR's bid to acquire Choice.⁵ Liberty Global states that the programming agreements contain highly proprietary terms and conditions and that such information, if reviewed by competitors, could provide important strategic information to competitors and put LCPR at a competitive disadvantage in future programming negotiations.⁶ Liberty Global states that the customer data and metrics includes granular information concerning the number of subscribers for individual services and packages and extremely sensitive data concerning revenues and gross margins that competitors could use to target LCPR's customers for similar services.⁷ Finally, as to the information relating to LCPR's bid to acquire Choice, Liberty Global states that information supplied by Choice is highly sensitive, as evidenced by the non-disclosure statement Liberty Global signed before receiving it, and that if a competitor were to review Liberty Global's internal analyses of its potential purchase of Choice, Liberty Global's bidding position could be seriously compromised.⁸

4. This Supplemental Protective Order covers only those portions of documents or data that contain Highly Confidential Information, have been protected from disclosure to the public, and are responsive to the following document requests directed to Liberty Global: (a) the programming agreements between LCPR and Discovery Communications or its subsidiaries that are responsive to Request I.D.1; (b) the customer data and business and operating metrics of LCPR responsive to Requests II.B.2, II.B.3, II.C.2, II.D.2, and II.E; and (c) information obtained from Choice or generated by Liberty Global in connection with LCPR's bid to acquire the Choice cable system in Puerto Rico that are responsive to Request II.H.

5. Any party seeking access to the Stamped Highly Confidential Documents or Highly Confidential Information subject to this Supplemental Protective Order shall request access pursuant to the terms of this Order and the Second Protective Order issued in this proceeding. This Order incorporates by reference the substantive terms of the Second Protective Order, including without limitation the definitions, restrictions on access to Highly Confidential Documents and Highly Confidential Information, and prohibitions on unauthorized dissemination of such material. Parties seeking access to material submitted under this Order shall sign the Acknowledgement of Confidentiality, attached as Appendix A to the Second Protective Order.

⁵ July 16 Letter at page 2.

⁶ Id.

⁷ Id.

⁸ Id. at pages 2-3.

6. This Supplemental Protective Order is issued pursuant to Sections 4(i), 214(a) and 310(d) of the Communications Act of 1934, as amended, 47 U.S.C. §§ 154(i), 214(a) and 310(d); Section 2 of the Cable Landing Act, 47 U.S.C. § 35; Section 4 of the Freedom of Information Act, 5 U.S.C. § 552(b)(4); and authority delegated under Section 0.291 of the Commission's rules, 47 C.F.R. § 0.291, and is effective upon its adoption.

FEDERAL COMMUNICATIONS COMMISSION

Monica Shah Desai
Chief, Media Bureau